MARVEL

AHMED
RODRÍGUEZ
LÓPEZ
O'HALLORAN

EXILES #3

with
PEGGY CARTER:
CAPTAIN
AMERICA!

EXILES

A mutant refugee from the Age of Apocalypse, Blink was a member of the original EXILES, a team of heroes plucked from their respective realities and tasked with stabilizing the dangerously shifting multiverse. After saving reality many times over, Blink set out to live her own life. But the multiverse keeps calling her...

An entity called the Time-Eater is destroying the multiverse, and the only witness is the Unseen, the being formerly known as Nick Fury who is now cursed to watch all reality pass him by. But there is hope: A dimension-hopping device called the Tallus has gained sentience and is recruiting a new team, starting with Blink.

The Tallus has recruited four others: Khan (a post-apocalyptic Ms. Marvel), Iron Lad (a Nate Richards who chose neither Kang's despotism nor the Young Avengers' heroism), Valkyrie (the lone defender of a distant Asgard) and Wolvie (an extra-adorable Wolverine from a world full of extra-adorable X-Men). But the Time-Eater is tracking them, and now each of their worlds has been destroyed.

When the new team returned to the Unseen for guidance, they found him under attack from a faction of Watchers determined to end his interference in the timestream — even if it means the death of the Multiverse. The Tallus was cracked in the battle and sent the Exiles hurtling through time and space, destination unknown!

SALADIN AHMED
writer

JAVIER RODRÍGUEZ
penciler

ÁLVARO LÓPEZ
inker

CHRIS O'HALLORAN
colorist

VC'S JOE CARAMAGNA
letterer

DAVID MARQUEZ &
JUSTIN PONSOR
cover

JAVIER RODRÍGUEZ
and MIKE McKONE
variant covers

SARAH BRUNSTAD
associate editor

WIL MOSS
editor

TOM BREVOORT
executive editor

C.B. CEBULSKI
editor in chief

JOE QUESADA
chief creative officer

DAN BUCKLEY
president

ALAN FINE
executive producer

I AM THE UNSEEN. CHAINED TO THIS SPOT. DOOMED TO DO NOTHING BUT OBSERVE.
I HAVE WATCHED WORLDS BE SNUFFED OUT LIKE CANDLES, SEEN REALITY ITSELF RIPPED IN HALF LIKE A SHEET OF PAPER.
AND STILL, AND ALWAYS, HERE I STAND. TOO DOOMED, IT SEEMS, TO DIE.
THE TALLUS--THE PASSKEY BETWEEN REALITIES THAT GUIDES DEFENDERS OF THE MULTIVERSE--HAS BEEN DAMAGED, ITS CRYSTAL HEART CRACKED BY A GROUP OF WATCHERS.
THESE WATCHERS HAD COME TO KILL ME, BUT THEY ARE NOW GONE, DESTROYED IN THE BLAST, PERHAPS, OR SCATTERED ACROSS TIME. THEIR FATE IS HIDDEN FROM ME.
BUT THE CHAMPION AND HER COMPANIONS I CAN SEE CLEARLY. HURTLING HAPHAZARDLY THROUGH TIME. SKIPPING LIKE STONES OVER THE BOILING SEA OF REALITY. TEN THOUSAND THREATS CLOSING IN ON THEM.
THEIR LIVES HANG BY A THREAD, AND HANGING THERE WITH THEM, SUSPENDED ON THAT THIN, SPINNING STRAND...

...IS THE FATE OF ALL EXISTENCE ITSELF.

unnnh!

ICKY!

MINE HEAD FEELS AS THOUGH FIFTY FROST GIANTS HAD BEAT THEIR WAR DRUMS WITHIN IT.

ARE YOU OKAY, FRIENDS? *FRIENDS?!*

I...I'M ALL RIGHT.

I'M FINE.

MY HEAD HURTS, BUT I'M OKAY.

WHAT THE HELL HAPPENED BACK THERE? WHO WERE THOSE AGGRO WATCHERS?

I HAVE NO IDEA, BUT THEY DID A NUMBER ON THE TALLUS. I-- I THINK IT'S *BROKEN.*

THERE'S STILL POWER FLOWING THROUGH IT, BUT THERE'S SOMETHING *WRONG.* I WORKED WITH THIS THING FOR YEARS WITH MY OLD TEAM AND IT NEVER FELT LIKE THIS. IT'S LIKE IT'S...*CONFUSED.* I DON'T KNOW IF IT CAN GET US HOME.

GET *YOU* HOME, YOU MEAN. IN CASE YOU FORGOT, THE REST OF US JUST HAD OUR *WORLDS DESTROYED.*

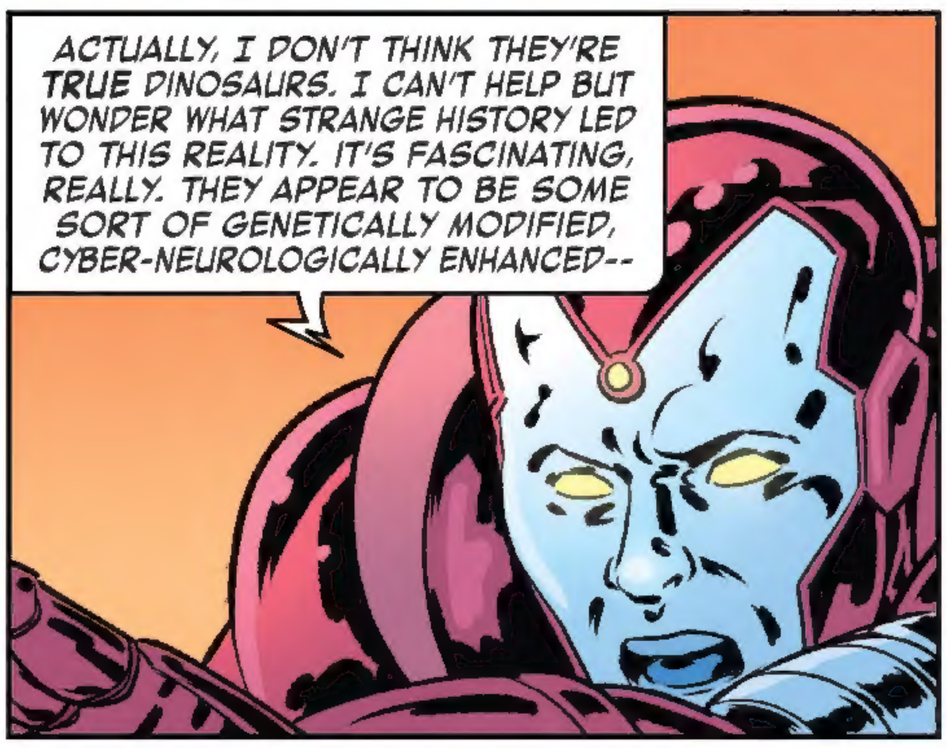
NOT DESTROYED SO MUCH AS EATEN. THEY'RE STILL BEING...WELL, DIGESTED.

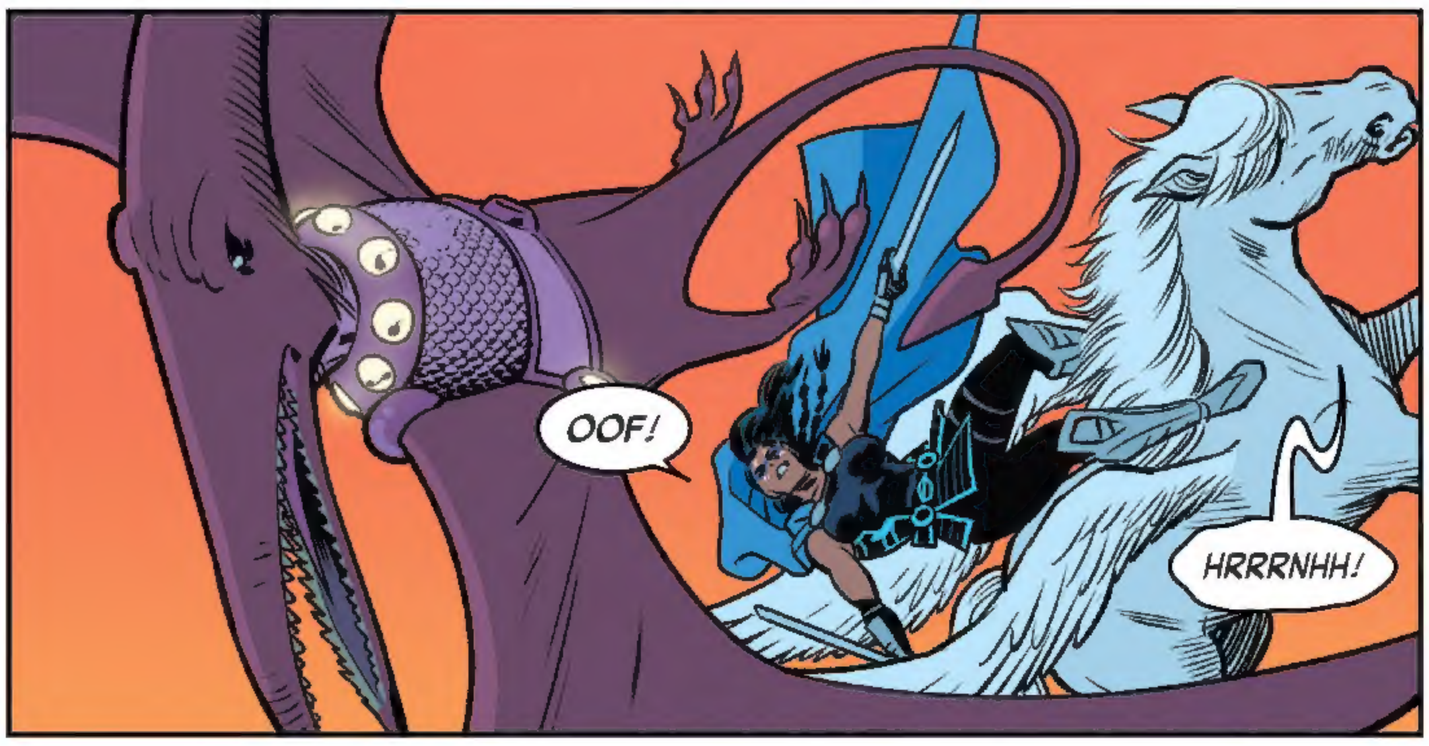
YEAH, THAT'S TOTALLY LOADS BETTER, IRON *LAD.* THANKS. SO WHERE ARE WE ANYW--

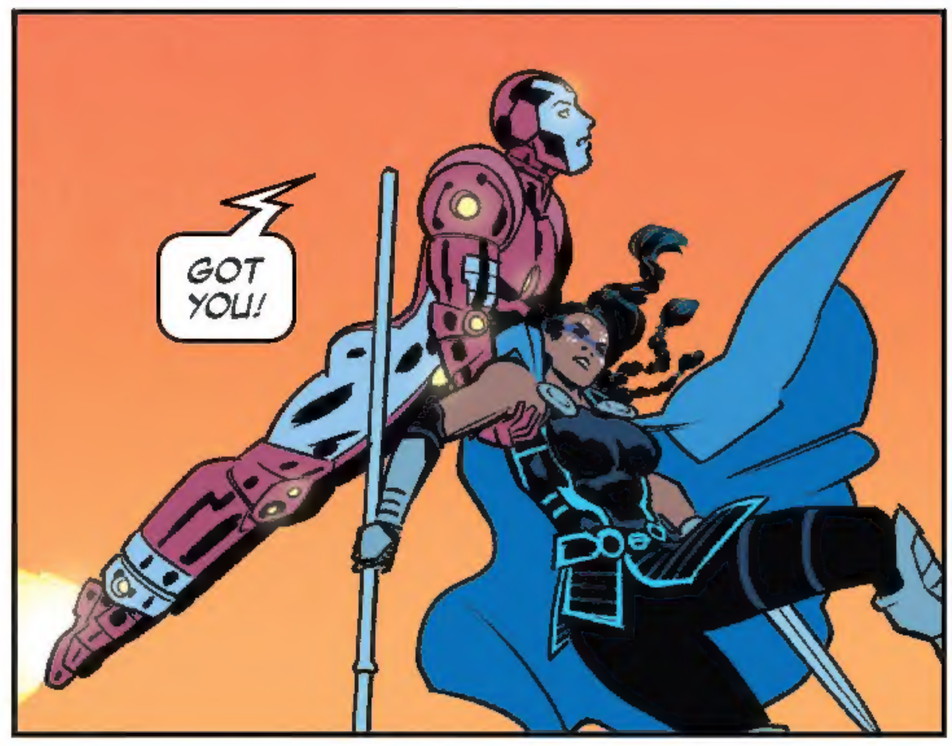
INTRUDERS!

INTRUDERS! MILK-DRINKERS! DESTROY THEM!
KRH
TROMP TROMP TROMP TROMP
YOU HAVE GOT TO BE KIDDING ME!

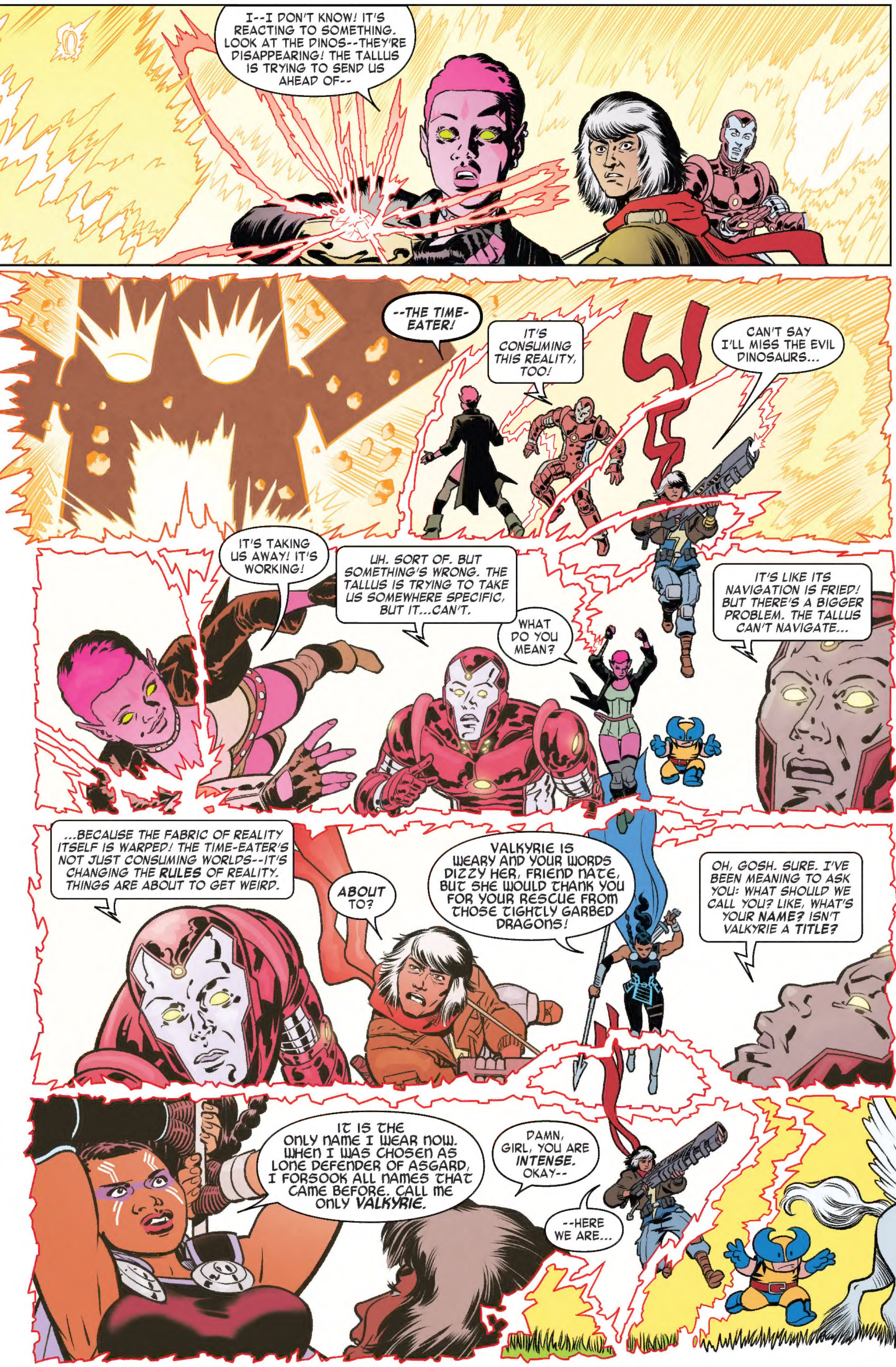
EVIL. TALKING. DINOSAURS.
SOUNDS ABOUT RIGHT FOR HOW THIS DAY IS GOING...
BROC
BLAM





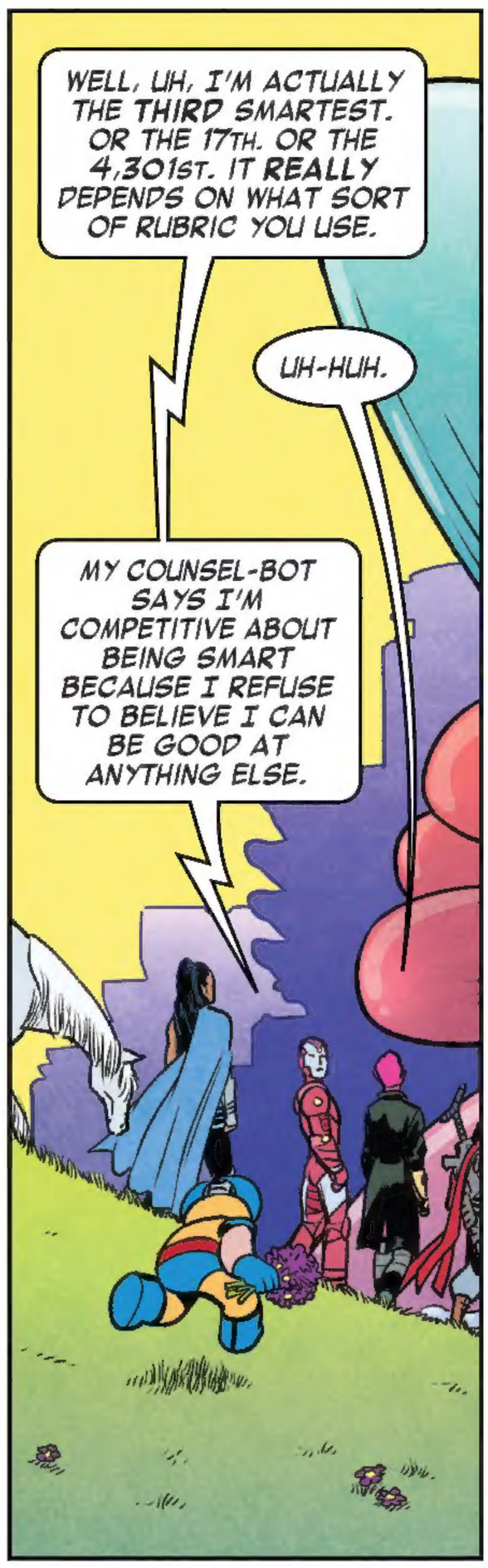


THOU ART SWIFT AS A LIGHTNING FLASH, FRIEND NATE! NOW--
--HURL ME AT YON FOES!
YES, MA'AM!
CRUNCH
CHO
CHUP
THERE'S TOO MANY OF THEM!
I'M SCARED! WAAAAA!
AND HE'S ONE OF THE HEROES CHOSEN TO SAVE THE MULTIVERSE. GREAT.
IF THE TALLUS BROUGHT WOLVIE HERE, THERE'S A REASON, KHAN. COULD YOU FOR ONCE TRY TO... OH BOY. IT'S FREAKING OUT AGAIN.
ARE WE ABOUT TO GO BYE-BYE?


I--I DON'T KNOW! IT'S REACTING TO SOMETHING. LOOK AT THE DINOS--THEY'RE DISAPPEARING! THE TALLUS IS TRYING TO SEND US AHEAD OF--
--THE TIME-EATER!
IT'S CONSUMING THIS REALITY, TOO!
CAN'T SAY I'LL MISS THE EVIL DINOSAURS...
IT'S TAKING US AWAY! IT'S WORKING!
UH. SORT OF. BUT SOMETHING'S WRONG. THE TALLUS IS TRYING TO TAKE US SOMEWHERE SPECIFIC, BUT IT...CAN'T.
WHAT DO YOU MEAN?
IT'S LIKE ITS NAVIGATION IS FRIED! BUT THERE'S A BIGGER PROBLEM. THE TALLUS CAN'T NAVIGATE...
...BECAUSE THE FABRIC OF REALITY ITSELF IS WARPED! THE TIME-EATER'S NOT JUST CONSUMING WORLDS--IT'S CHANGING THE RULES OF REALITY. THINGS ARE ABOUT TO GET WEIRD.
ABOUT TO?
VALKYRIE IS WEARY AND YOUR WORDS DIZZY HER, FRIEND NATE, BUT SHE WOULD THANK YOU FOR YOUR RESCUE FROM THOSE TIGHTLY GARBED DRAGONS!
OH, GOSH. SURE. I'VE BEEN MEANING TO ASK YOU: WHAT SHOULD WE CALL YOU? LIKE, WHAT'S YOUR NAME? ISN'T VALKYRIE A TITLE?
IT IS THE ONLY NAME I WEAR NOW. WHEN I WAS CHOSEN AS LONE DEFENDER OF ASGARD, I FORSOOK ALL NAMES THAT CAME BEFORE. CALL ME ONLY VALKYRIE.
DAMN, GIRL, YOU ARE INTENSE. OKAY--
--HERE WE ARE...

GROOVIE 7 SEAS
...BUT WHERE THE HELL IS "HERE"?
SEA MARKET
OCTOPUS GARDENS
THAT'S A TALLUS PORTAL! BUT...BUT NOT OURS? WHAT THE--
IS THAT... NICK FURY? LIKE, OLD SCHOOL NICK FURY?
KIDS! YOU'RE HERE! BUT I GUESS YOU'RE STILL THERE, TOO, HUH? OR YOU WILL BE. THIS TIME-TRAVELING STUFF MAKES MY HEAD HURT.
EITHER WAY, I'M ON IT. NICE KNOWIN' YOU WHIPPER-SNAPPERS!
OKAY, THAT WAS WEIRD.

I TOLD YOU IT WOULD GET WEIRD!
HMF.
LET ME GUESS: YOU'RE THE SMARTEST TEENAGER ON YOUR EARTH.

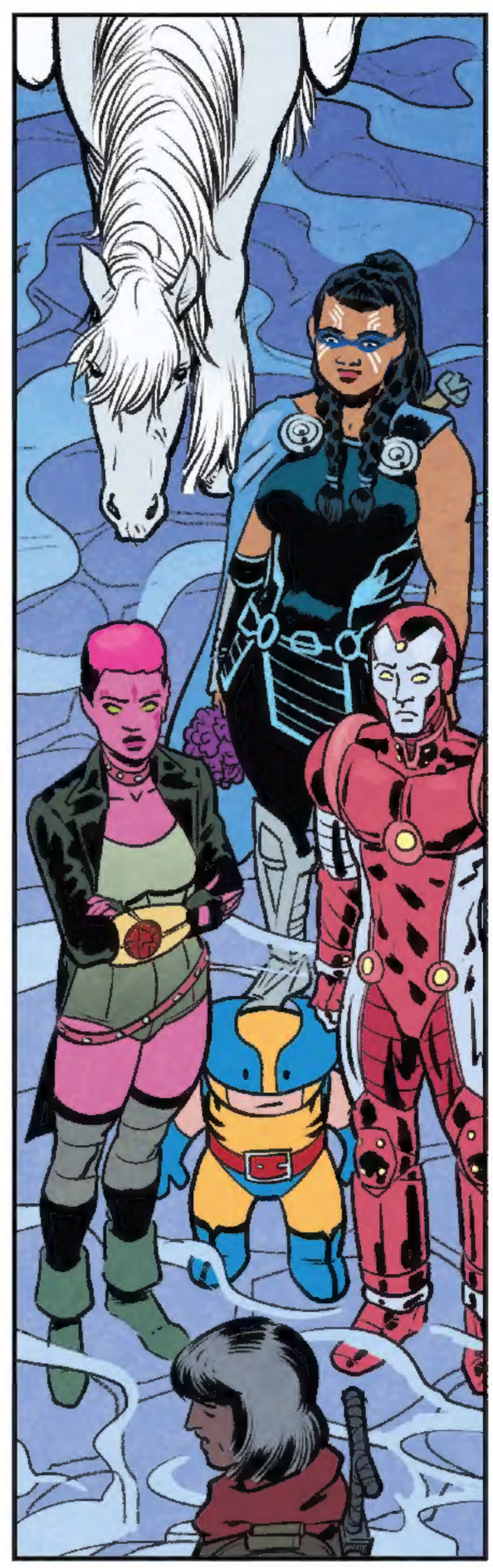

WELL, UH, I'M ACTUALLY THE THIRD SMARTEST. OR THE 17TH. OR THE 4,301ST. IT REALLY DEPENDS ON WHAT SORT OF RUBRIC YOU USE.
UH-HUH.
MY COUNSEL-BOT SAYS I'M COMPETITIVE ABOUT BEING SMART BECAUSE I REFUSE TO BELIEVE I CAN BE GOOD AT ANYTHING ELSE.

WELL, I DON'T KNOW YOU VERY WELL, BUT YOU'RE GOOD AT BEING KIND, NATE. THAT'S A SKILL. A LOT OF PEOPLE DON'T HAVE IT.
UH, I DON'T THINK THAT'S VERY USEFUL HERE. I--
KINDNESS INSPIRES LOYALTY. IT CAN BE TACTICALLY USEFUL.

TACTICALLY--? WOW. YOU REALLY ARE SICK. HOW DID YOU BECOME LIKE THIS?
LIKE WHAT?
NEVER MIND.
CAFE

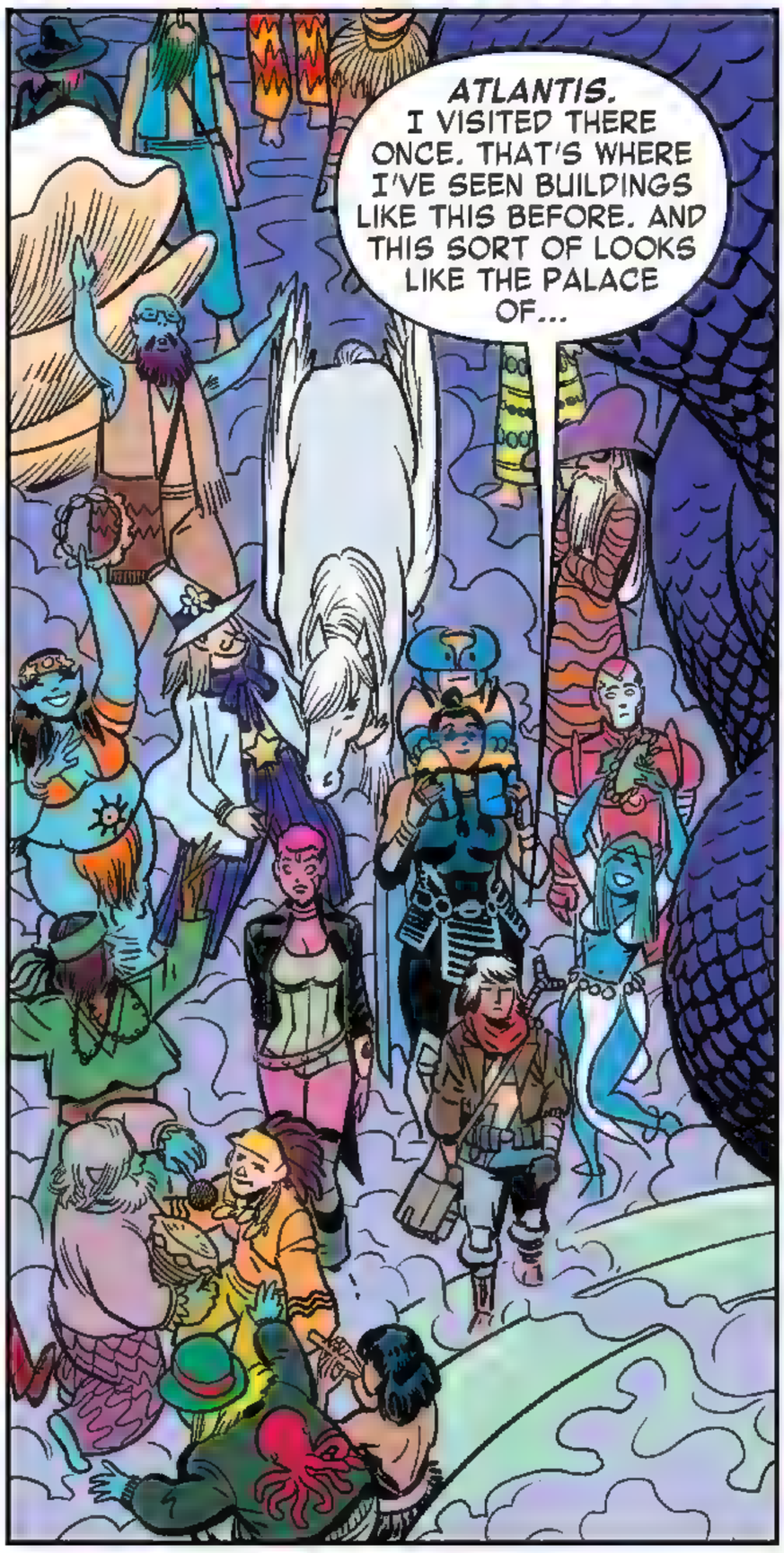
...
IT DOESN'T HAPPEN ALL AT ONCE. YOU DO THINGS AND YOU DO THINGS AND THEN, ONE DAY, YOU'RE A DIFFERENT PERSON.

BUT IF YOU REALLY WANT TO KNOW, IT STARTED WHEN THEY KILLED MY KID AND MY HUSBAND.



I'M GOING TO SCOUT AHEAD.

SOON...
THESE BUILDINGS... THEY LOOK *FAMILIAR.*
THEY'RE AN ODD ARCHITECTURAL MIX--MID 20TH-CENTURY EUROPEAN OR AMERICAN, I THINK, MIXED WITH MOTIFS AND DESIGN ELEMENTS I'D EXPECT TO SEE IN---

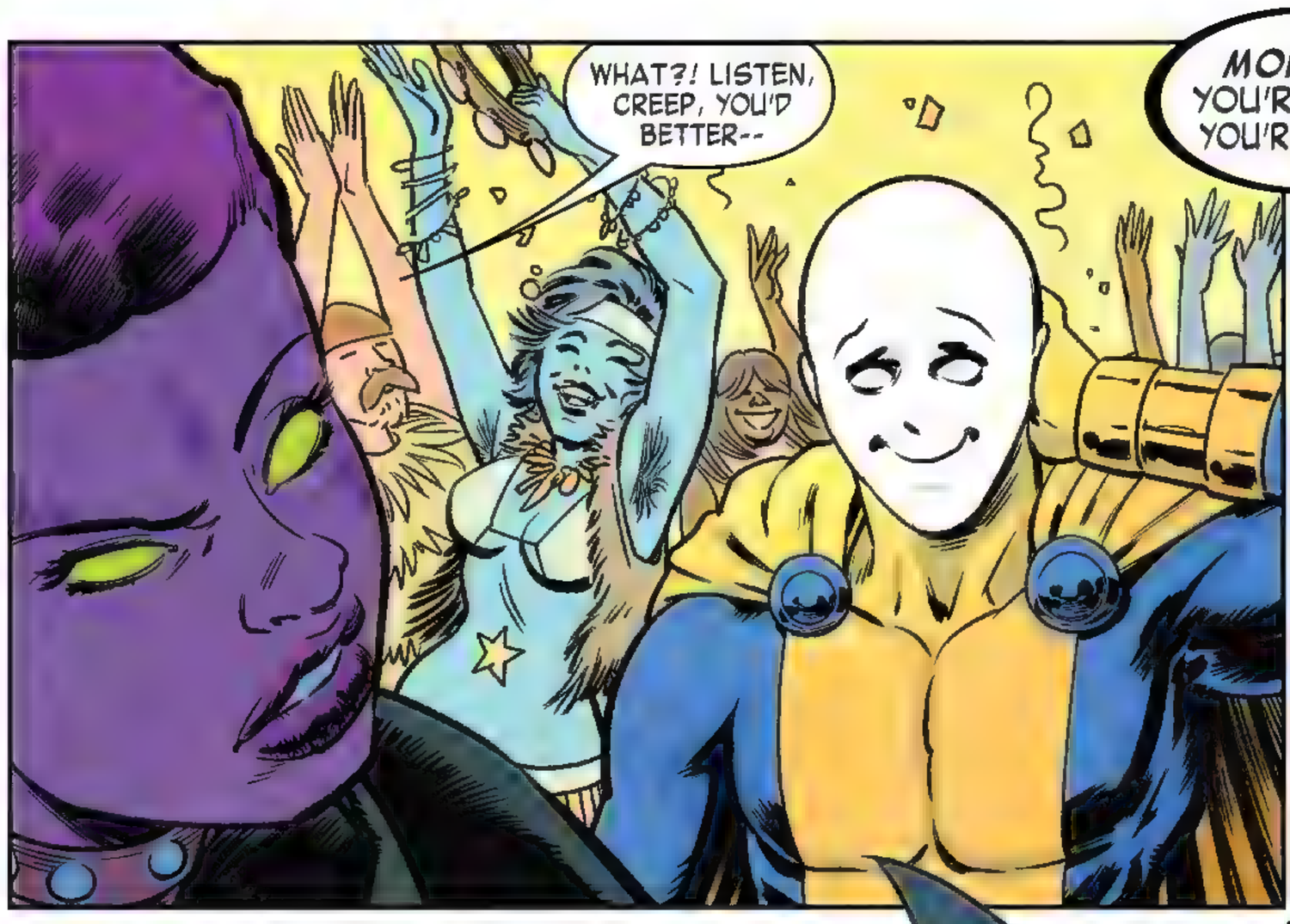

ATLANTIS. I VISITED THERE ONCE. THAT'S WHERE I'VE SEEN BUILDINGS LIKE THIS BEFORE. AND THIS SORT OF LOOKS LIKE THE PALACE OF...

NAMOR.
SALUTATIONS, MY BROTHERS AND SISTERS OF THE EARTH AND OCEAN! I HEARD WE HAD VISITORS. AND VISITORS ARE THE ABSOLUTE *MOST,* BABY! WELCOME TO NEW ATLANTIS AND THE *AGE OF AQUARIUS!*
WINE?

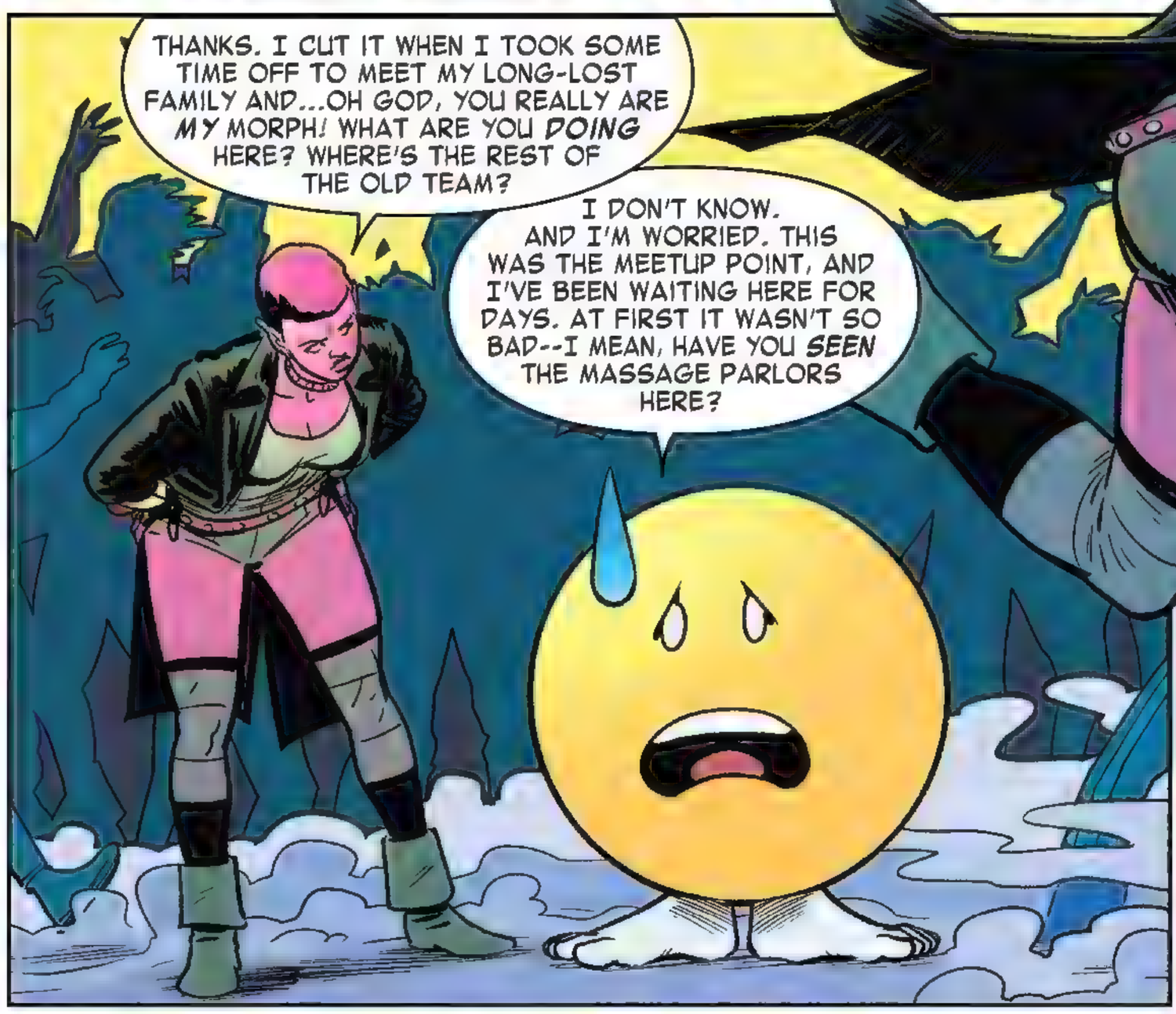
I...AH... I DON'T DRINK ALCOHOL.
I CAN DIG IT. WELL, IF YOU DON'T CRAVE THE FRUIT OF THE VINE, LET ME HIP YOU TO A LITTLE SOMETHING WE CALL THE *LOVE-IN...*
I'M GOOD, THANKS.

YOU DON'T *SEEM* GOOD, BABY, YOU SEEM *UPTIGHT.* SQUARESVILLE. BUT WE'LL TEACH YOU TO BE COOL. FEASTS FROM A HUNDRED LANDS, ATLANTEAN LUST-DANCES, HERBAL MEDITATIONS--WHATEVER YOU NEED TO BE COPACETIC, IT'S YOURS, BABY.
BECAUSE THAT'S WHAT THE *AGE OF AQUARIUS* IS ALL ABOUT. *CAN YOU DIG IT?*
WE CAN DIG IT!
WINE IS INDEED MOST WELCOME THIS DAY!

YOU KNOW, A FEAST DOESN'T SOUND HALF BAD. WE COULD ALL USE A BREAK. BUT THERE'S THIS LITTLE MATTER OF THE TIME-EATER AND HOW IT'S PROBABLY ABOUT TO KILL US...
NOW *THAT* WOULD BE AN ABSOLUTE WASTE OF THE MOST PERFECT PAIR OF GAMS I'VE EVER SEEN.


WHAT?! LISTEN, CREEP, YOU'D BETTER--

MORPH?! YOU'RE HERE! YOU'RE HERE!
I'M HERE, GORGEOUS. THE HANDSOMEST TEAMMATE YOU EVER HAD, IN THE FLESH.
IT'S DAMN GOOD TO SEE YOU. AND I LOVE THE HAIRCUT.


THANKS. I CUT IT WHEN I TOOK SOME TIME OFF TO MEET MY LONG-LOST FAMILY AND...OH GOD, YOU REALLY ARE MY MORPH! WHAT ARE YOU DOING HERE? WHERE'S THE REST OF THE OLD TEAM?
I DON'T KNOW. AND I'M WORRIED. THIS WAS THE MEETUP POINT, AND I'VE BEEN WAITING HERE FOR DAYS. AT FIRST IT WASN'T SO BAD--I MEAN, HAVE YOU SEEN THE MASSAGE PARLORS HERE?

EW. YOU KNOW FOR A GUY WHO CAN SHAPE-SHIFT, YOU NEVER CHANGE.
TOO TRUE. ANYWAY, DOLL-FACE, TJ AND THE OTHERS... I DON'T KNOW WHERE THEY ARE. I...I DON'T EVEN KNOW IF THEY'RE ALIVE.

BUT HEY, YOU'RE HERE NOW! OUR FEARLESS LEADER IN EXTREMELY SEXY BOOTS. WE'LL FIND EVERYONE NO PROBLEM AS SOON AS YOU--OOH, I DON'T FEEL SO GOOD.
WAIT. NO. NO!

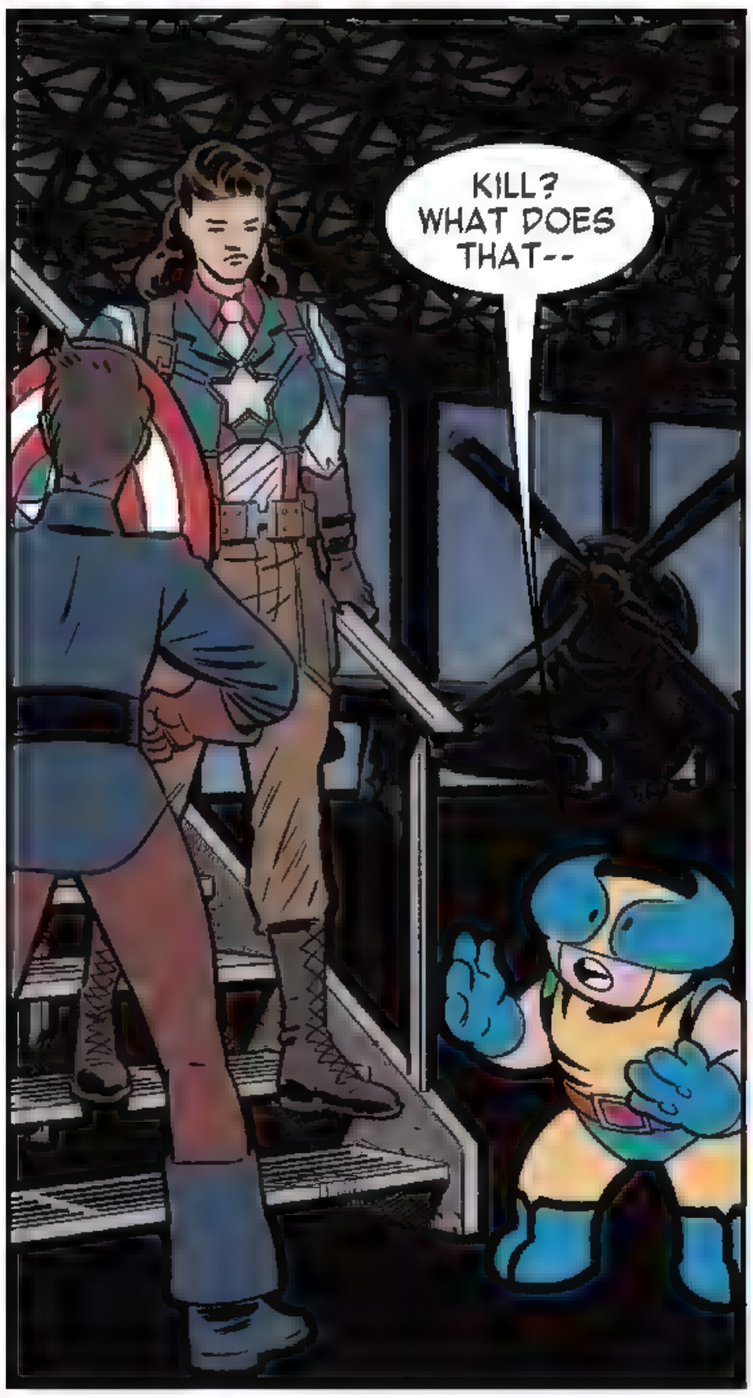
MORPH!
AW, DON'T SWEAT IT. I ALWAYS...FALL TO PIECES...WHEN I SEE YOU...

MORPH! NOOOO!
HERE WE GO AGAIN!
OH GOD, MORPH...
I'LL FIND YOU. I'LL FIND ALL OF YOU. I PROMISE.

KID, I'M SORRY, I REALLY AM. BUT WE NEED TO FIGURE OUT WHERE THE HELL WE ARE AND WHAT THE HELL IS GOING ON. LIKE, NOW.
THESE APPEAR TO BE 20TH CENTURY AIRCRAFT OF SOME--
BOMBERS. THEY'RE WORLD WAR II BOMBERS AND FIGHTER PLANES. THIS SHOULD BE INTERESTING.
SOMEONE'S COMING!
LISTEN, NOBODY TALK ABOUT TIME TRAVEL, OKAY? LET'S JUST GET THE LAY OF THE LAND HERE FIRST. HEY, FEARLESS LEADER, YOU HERE? YOU WITH US?
YEAH. YEAH, I'M HERE.

HEY! WHO THE HELL ARE YOUSE AND WHERE DID YOUSE COME FROM?

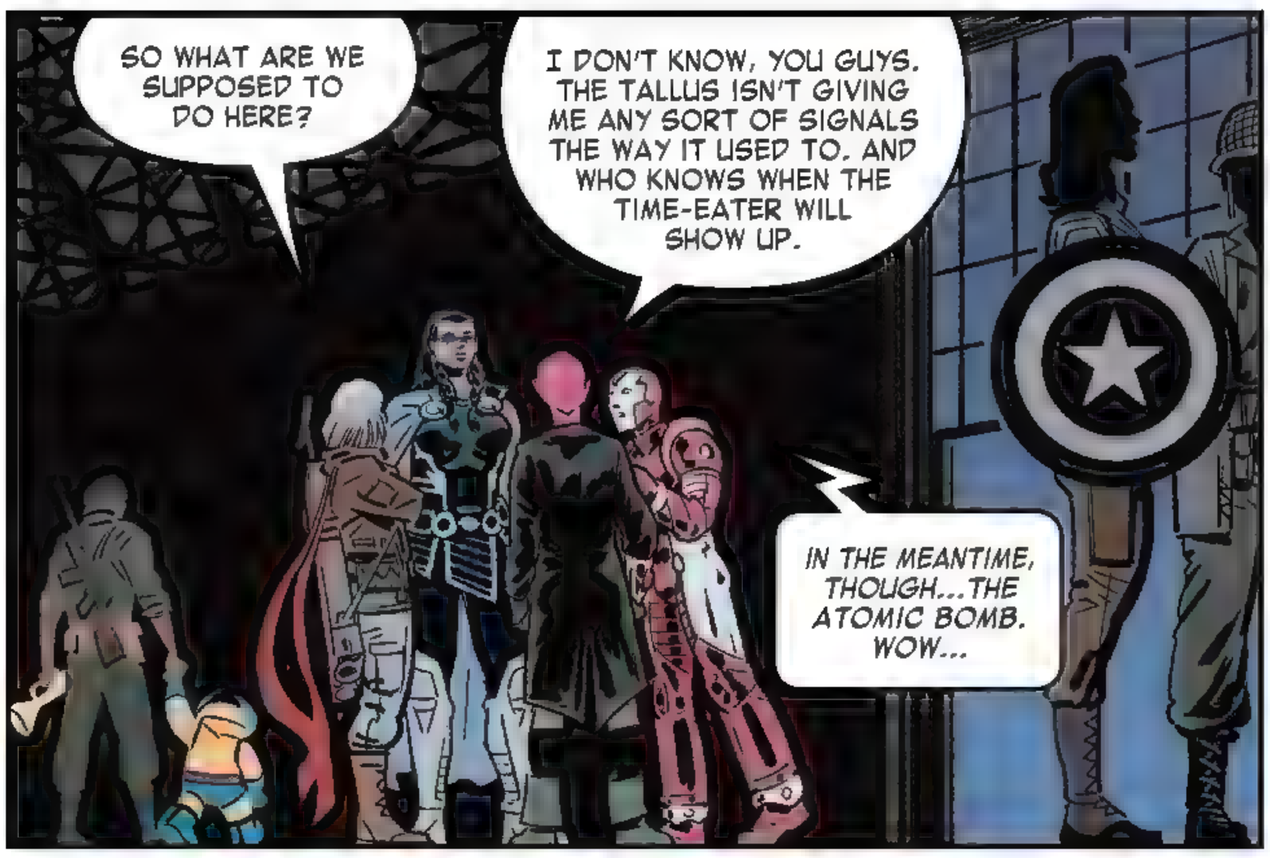
WE--
CAST NOT THY SUSPICION OUR WAY, FAIR ONE, FOR WE ARE HERE ON AN ERRAND MOST VALOROUS!
WELL, YOUSE DON'T LOOK LIKE NAZI ASSASSINS... FOR ONE THING, YER A LOT EASIER ON THE EYES...
CLANK CLANK
CLANK CLANK CLANK
CLAK
LEAVE THEM ALONE, BECKY. I WAS TOLD TO EXPECT A NEW SPECIAL AGENTS TEAM. THIS MUST BE IT.
THOSE ARE SOME UNIFORMS YOU PEOPLE HAVE. BUT I SUPPOSE I'M ONE TO TALK...
...A BRIT WHO'S WRAPPED HERSELF IN THE STARS AND STRIPES! NAME'S PEGGY CARTER. BUT IN THE FIELD THEY CALL ME CAPTAIN AMERICA.
WELL, AMERICA APPRECIATES YOUR SACRIFICE. AND NO ONE'S GOING TO CARE HOW ANY OF US WERE DRESSED AFTER WE TAKE DOWN THE RED SKULL!



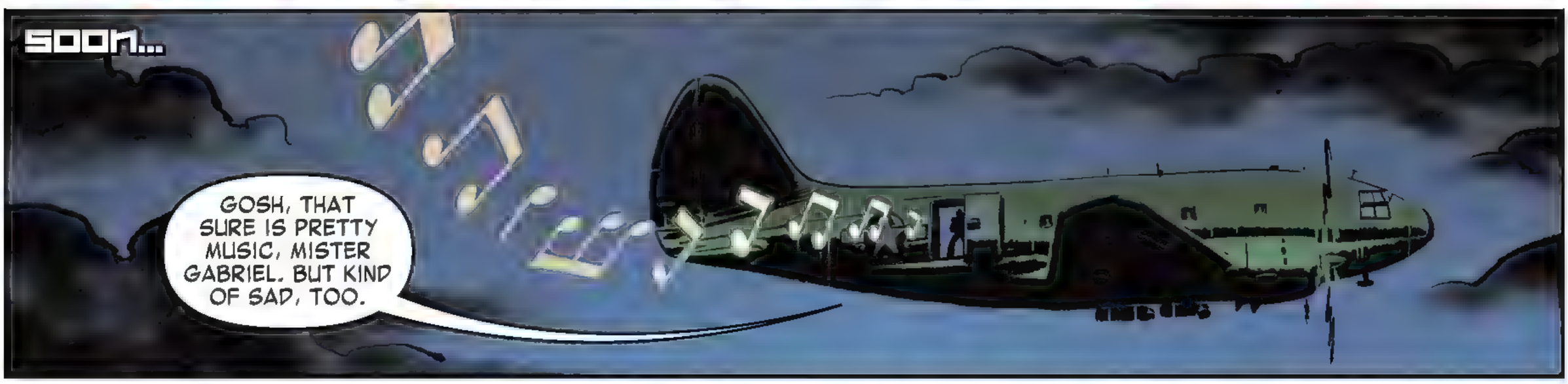
--IT'S PRETTY SIMPLE, BOYS AND GIRLS. THE RED SKULL'S FLYING FORTRESS IS HEADED FOR NEW YORK CITY AS WE SPEAK. HE'S PLANNING TO DROP A NEW SUPER-WEAPON ON THE BIG APPLE--

--AN EVIL THING HE CALLS THE *ATOMIC BOMB.* OUR SCIENCE BOYS SAY IT'S ENOUGH TO DESTROY AN ENTIRE CITY. SOLDIERS, CIVILIANS, MEN, WOMEN AND CHILDREN--HE'LL TURN IT ALL TO RUINS AND DUST.

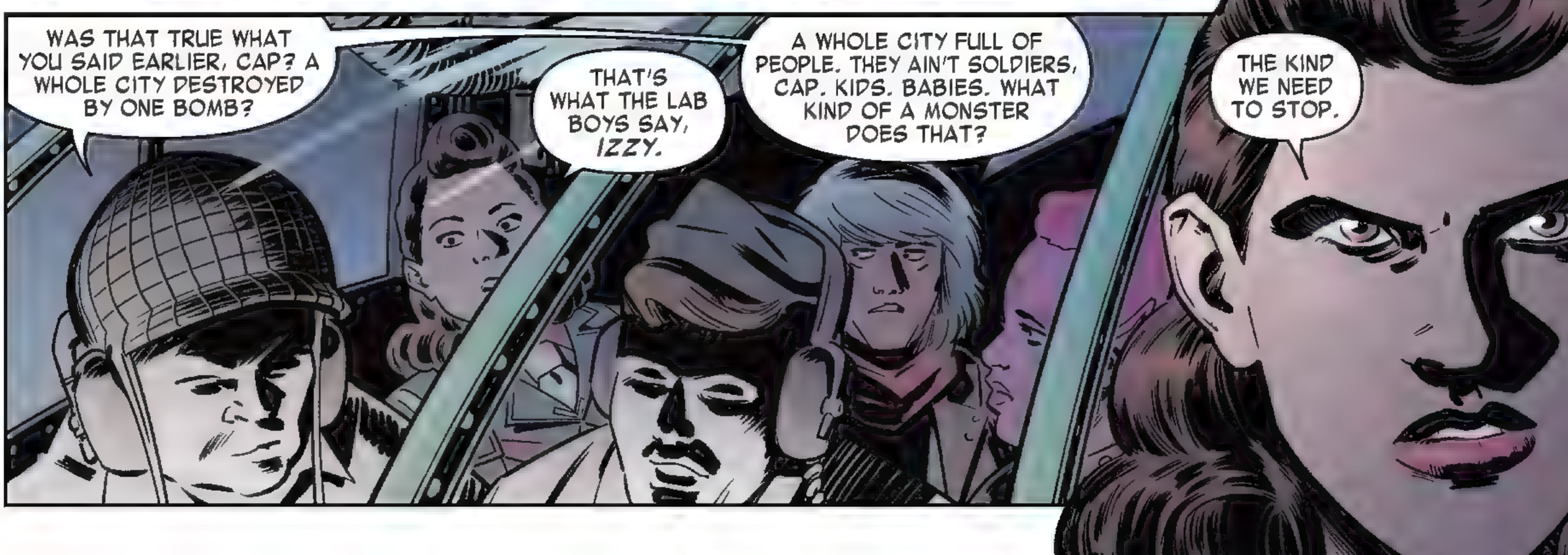
UNLESS *WE* STOP HIM.


SO WHAT ARE WE SUPPOSED TO DO HERE?
I DON'T KNOW, YOU GUYS. THE TALLUS ISN'T GIVING ME ANY SORT OF SIGNALS THE WAY IT USED TO. AND WHO KNOWS WHEN THE TIME-EATER WILL SHOW UP.
IN THE MEANTIME, THOUGH...THE ATOMIC BOMB. WOW...

THE MATTER IS CLARION-CLEAR, FRIENDS. A SLAUGHTER MOST FOUL--THE FIERY REAVING OF CHILDREN AND ELDERS FROM AFAR--IS PLANNED. WE ARE HERE IN ITS PATH. IT IS OUR DUTY TO STOP IT.
ALL RIGHT... ALL RIGHT. BUT LET'S NOT BLOW OUR COVER YET, HUH? IT'LL ONLY COMPLICATE THINGS.
AGREED.


SOON...
GOSH, THAT SURE IS PRETTY MUSIC, MISTER GABRIEL. BUT KIND OF SAD, TOO.

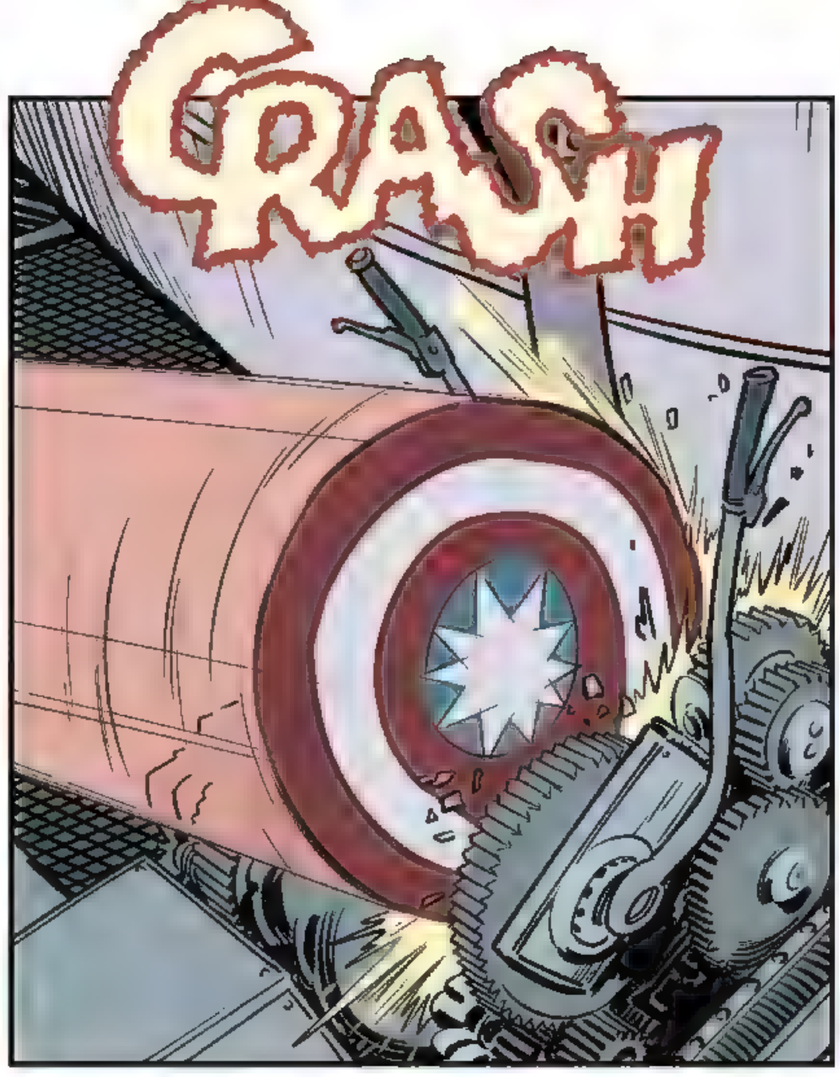
WELL, THAT'S THE KIND OF MUSIC YOU PLAY WHEN YOU'RE FIXIN' TO KILL SOME MEN.
THERE'S THAT WORD AGAIN. KILL. WHAT DOES IT MEAN, MISTER GABRIEL?
WHAT DOES IT MEAN? WHERE DO YOU COME FROM, LITTLE MAN?
SO, MUSCLES, WE LIVE THROUGH THIS, HOW'S ABOUT I TAKE YOU DANCING?
FORSOOTH, A BATTLE WON MUST BE FOLLOWED BY MERRIMENT AND WOOING! THE SPILLING OF BLOOD COUNTERED BY THE MAKING OF LOVE!
I DON'T KNOW WHAT THE HELL YOU JUST SAID, BUT YER SPEAKIN' MY LINGO.


WAS THAT TRUE WHAT YOU SAID EARLIER, CAP? A WHOLE CITY DESTROYED BY ONE BOMB?
THAT'S WHAT THE LAB BOYS SAY, IZZY.
A WHOLE CITY FULL OF PEOPLE. THEY AIN'T SOLDIERS, CAP. KIDS. BABIES. WHAT KIND OF A MONSTER DOES THAT?
THE KIND WE NEED TO STOP.

PLACES, LADIES AND GENTLEMEN, PLACES! WE'RE APPROACHING THE RED SKULL'S FLYING FORTRESS. IT IS TIME FOR OUR COMMAND PERFORMANCE!
THAT THING IS ENORMOUS!

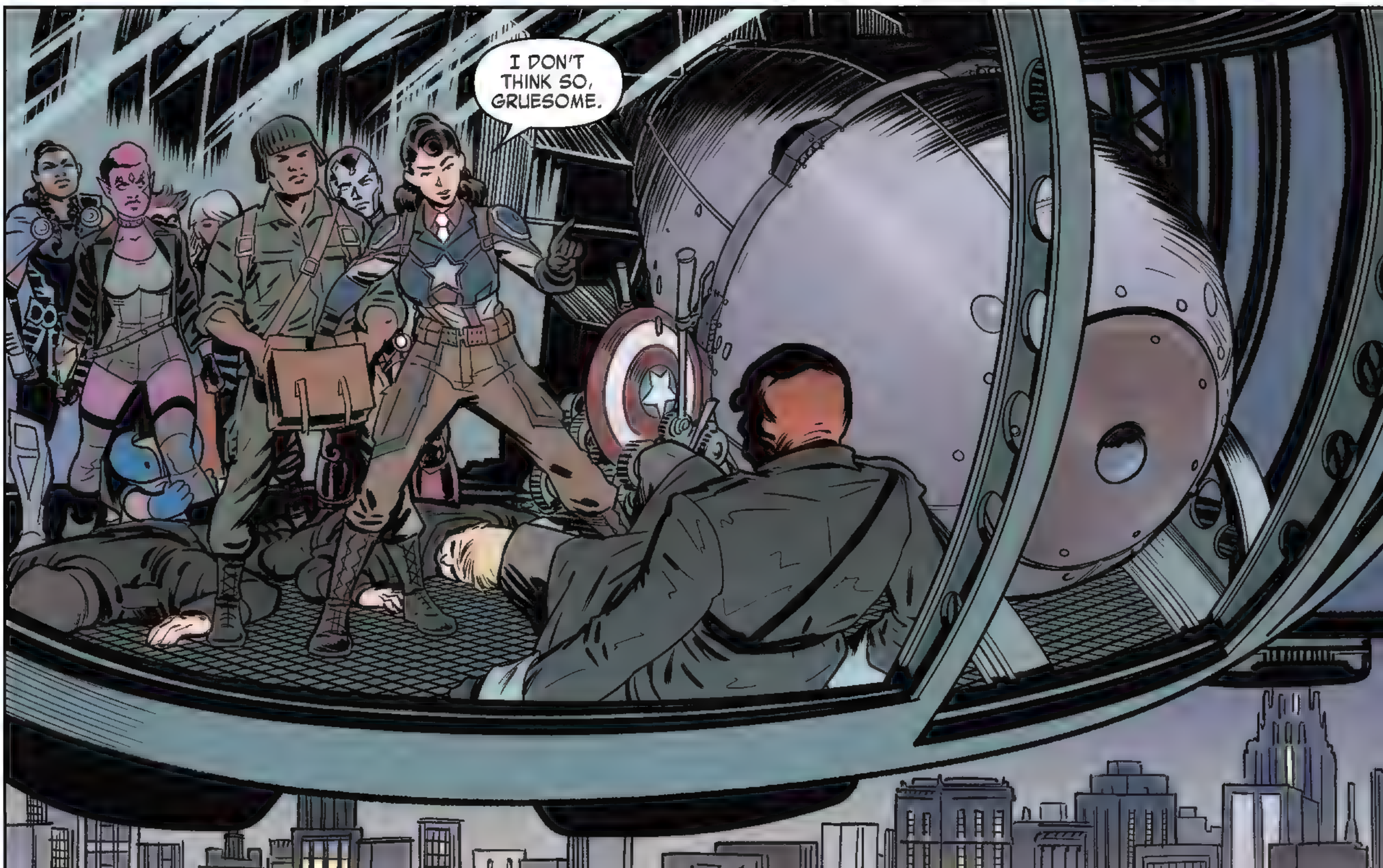
LET'S GO!
CLEAR A PATH!
NOW THAT'S A GUN!
NEARLY THERE...
THE RED SKULL IS DEAD AHEAD!

CLICK

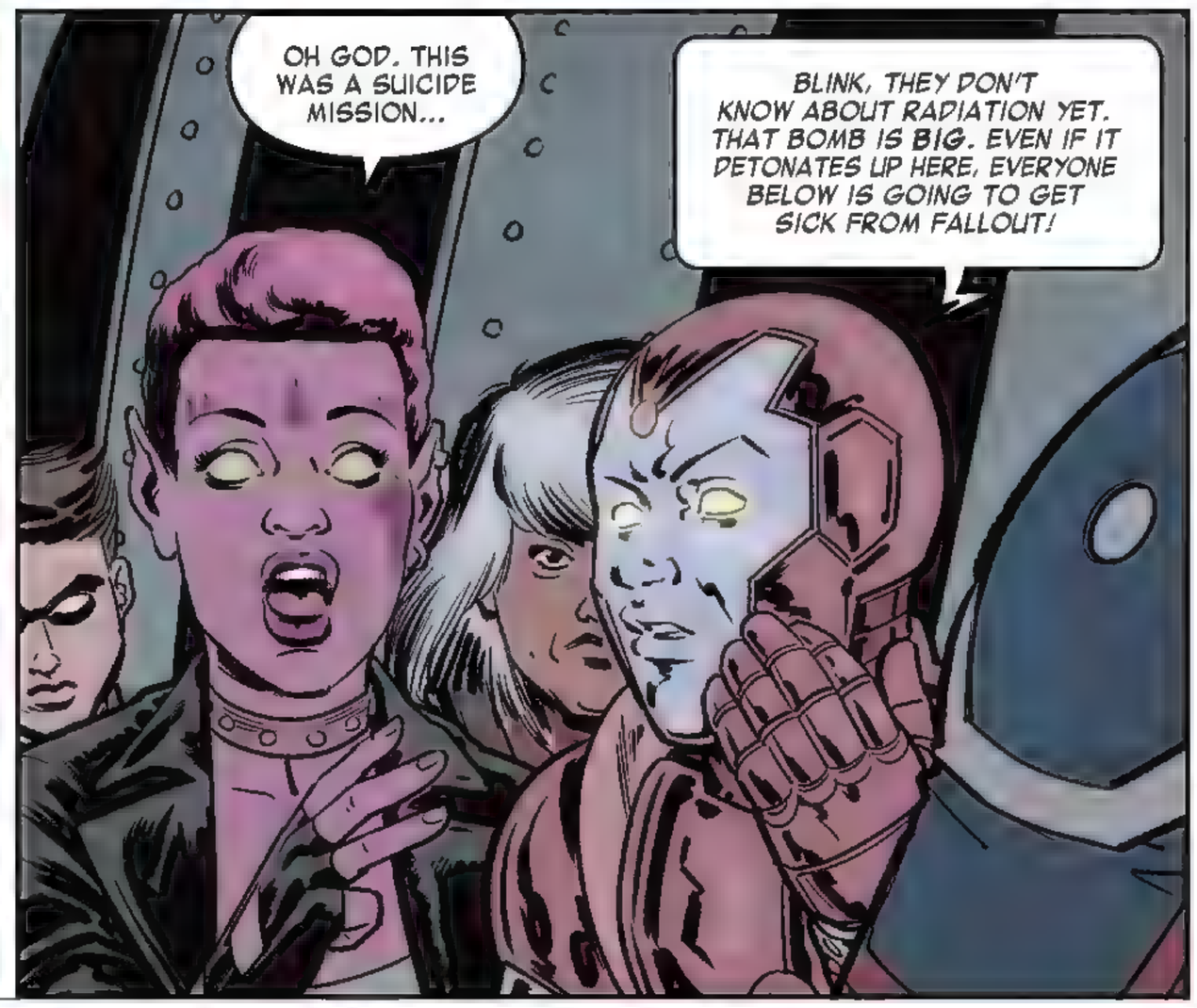

CRASH

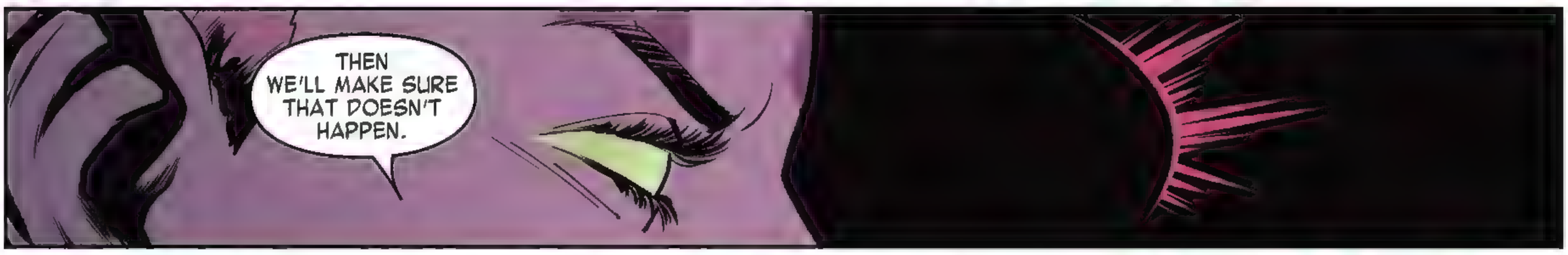
SMACK

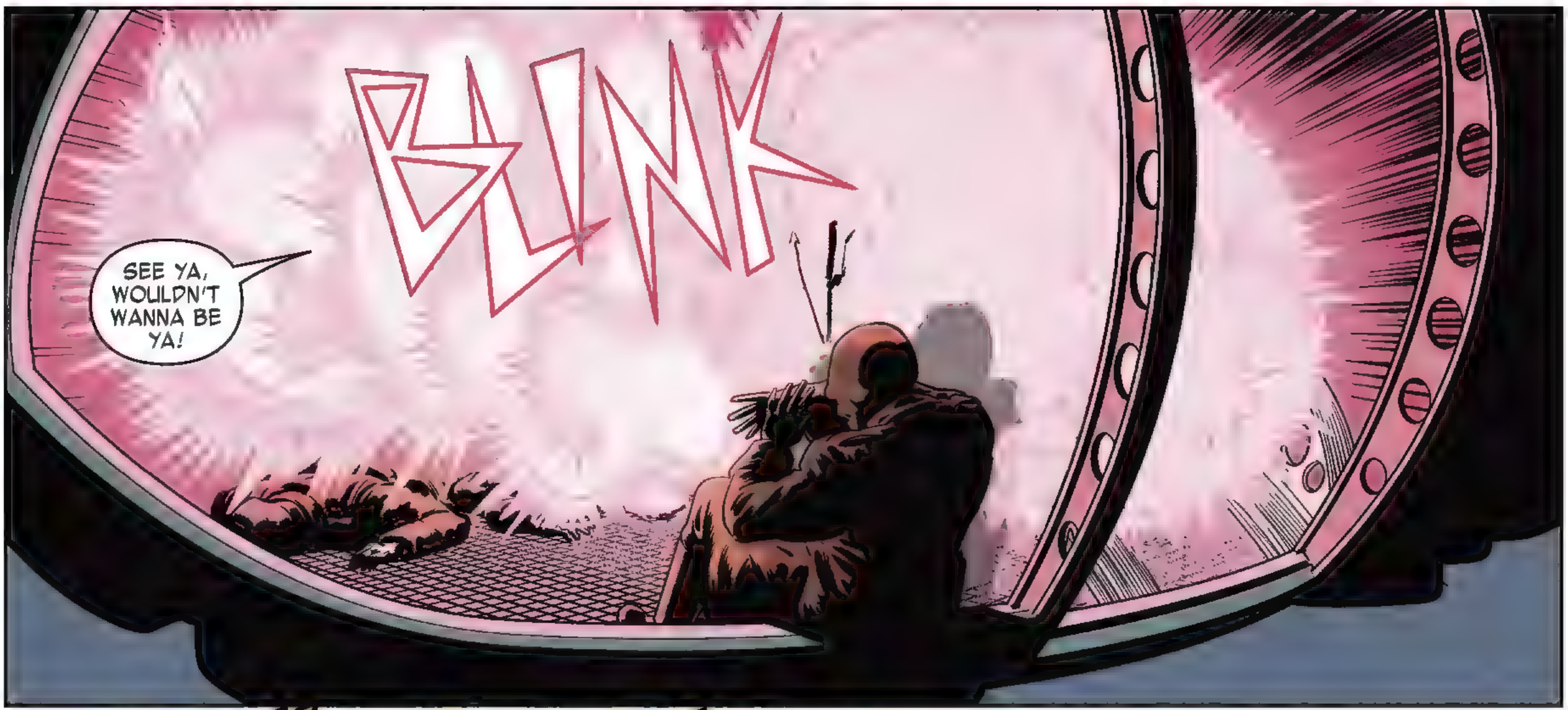
SO YOU'VE FOUND ME--BUT YOU'RE TOO LATE, MY DEAR CAPTAIN! FOR I HAVE ACTIVATED THE *SUICIDE ENGINE.*
MY FORTRESS WILL NOW SMASH INTO THE CITY BELOW AND THUS DETONATE THE GLORIOUS FLOWER OF MY GENIUS--MY *ATOMIC BOMB!* YOU MONGRELS HAVE FAILED. I DIE A HERO TO THE FATHERLAND!


I DON'T THINK SO, GRUESOME.

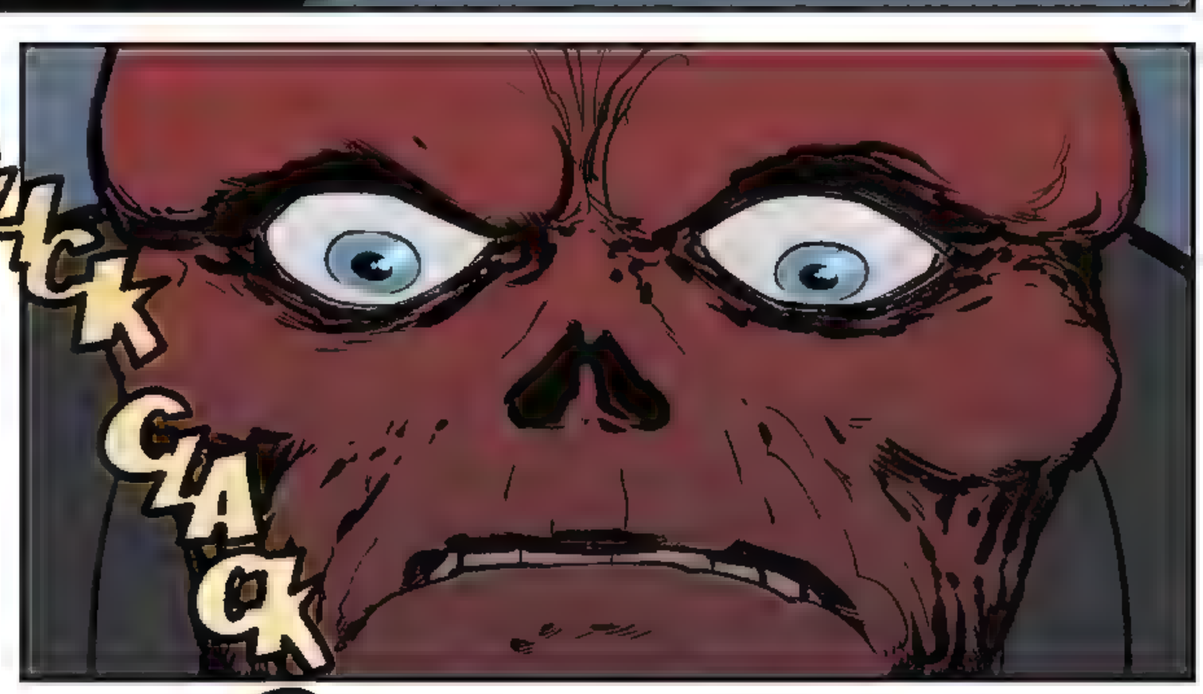
ME AND MY BOYS ALL SIGNED ON FOR THIS DANCE TOGETHER.
THIS ONE'S FOR STEVE, YOU MONSTER!


OH GOD. THIS WAS A SUICIDE MISSION...
BLINK, THEY DON'T KNOW ABOUT RADIATION YET. THAT BOMB IS BIG. EVEN IF IT DETONATES UP HERE, EVERYONE BELOW IS GOING TO GET SICK FROM FALLOUT!


THEN WE'LL MAKE SURE THAT DOESN'T HAPPEN.

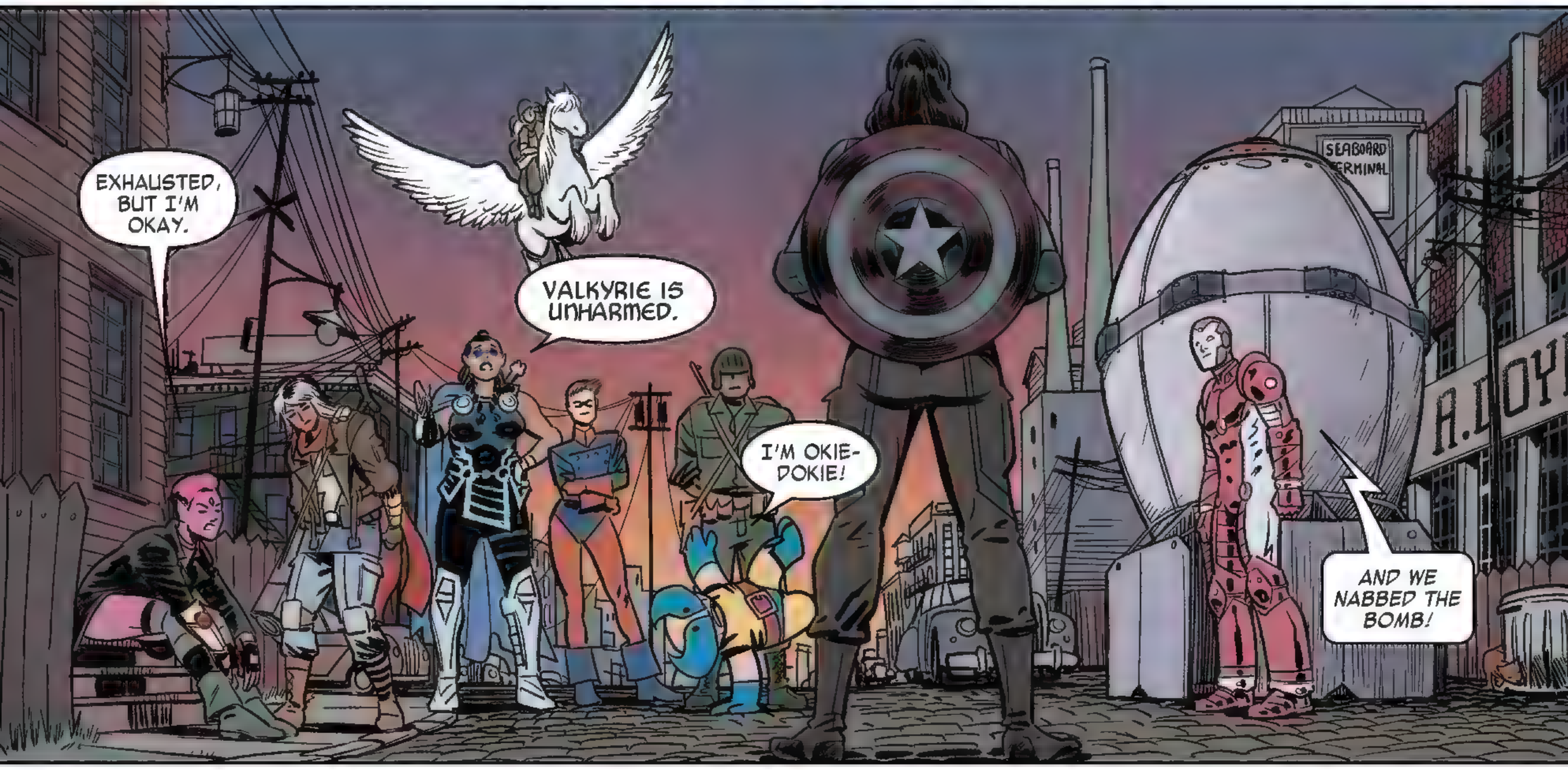

BLINK
SEE YA, WOULDN'T WANNA BE YA!

CLACK
CLICK
CLACK


CLICK
CLACK
CLICK

RIIIIIIINNNNG
MEIN GOTT.

BOOOMM
ALL RIGHT, TROOPS, REPORT! EVERYONE IN ONE PIECE?


EXHAUSTED, BUT I'M OKAY.
VALKYRIE IS UNHARMED.
I'M OKIE-DOKIE!
AND WE NABBED THE BOMB!
SEABOARD TERMINAL

LOOKS LIKE YOU GOT THE WHOLE TEAM BACK ALIVE. NOT OFTEN THAT HAPPENS. YOU DID GOOD.
UH... THANKS.

YOU SAVED MORE LIVES THAN CAN BE COUNTED TODAY, SOLDIERS.
A WHOLE CITY FULL OF PEOPLE ARE ALIVE BECAUSE OF YOU. I THINK WE'VE EARNED A LITTLE R&R AFTER THIS ONE!

YER DAMN RIGHT WE HAVE, CAP! SO HOW'S ABOUT IT, TOOTS, YOU WANNA GO JITTERBUG? WE CAN FIND YER BUDDY HERE A DATE, TOO. YOU LIKE IRISH GIRLS, EINSTEIN?
I, ERR...

YOU OKAY?
I'M FINE. I JUST--I JUST REALIZED THIS IS *JERSEY CITY* WE LANDED IN. WE SAVED IT. PRETTY DIFFERENT THAN THE ONE I LEFT BEHIND, BUT THE HUDSON IS THE SAME. THE NEW YORK SKYLINE...
THIS IS WHAT IT LOOKED LIKE BEFORE THE WARS. BEFORE MY WORLD BECAME A HELL. WE *SAVED* IT.

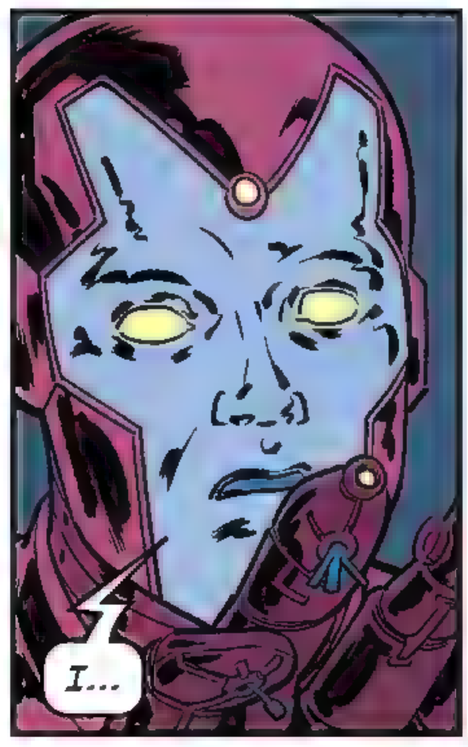
KAMALA, DO YOU WANT TO TALK ABOUT--

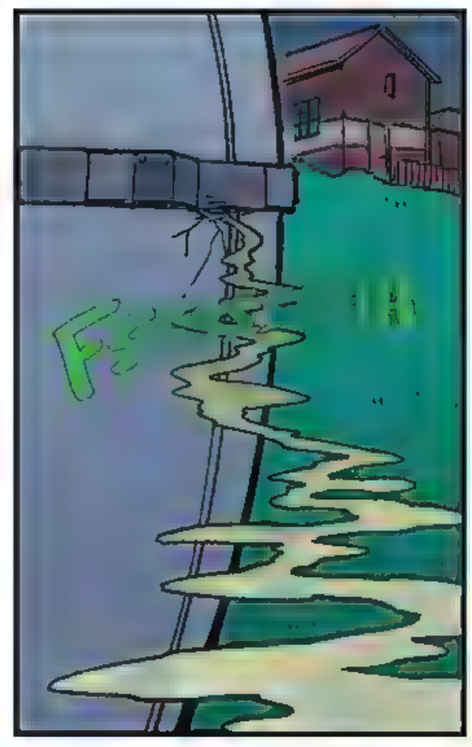
KHAN. AND NO. I DON'T.

NOW MIND YOUR OWN BUSINESS.
FINE!

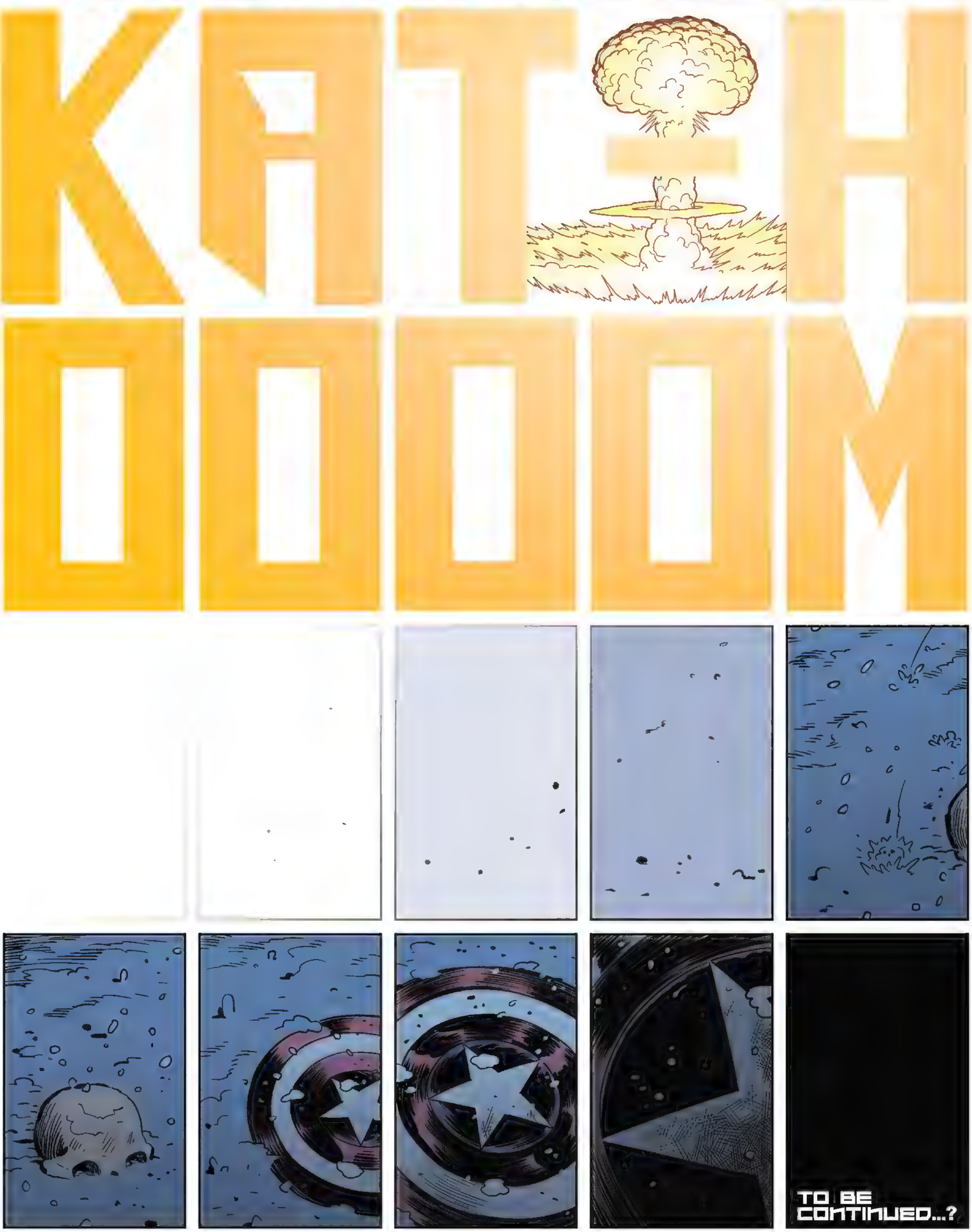
AND WHAT ARE YOU GOING TO DO NOW, MISTER GABRIEL?
A LOT OF THINGS, LITTLE MAN. A LOT OF THINGS.
BUT HONESTLY? TOP OF THE LIST RIGHT NOW IS TO GET MY BUTT UPTOWN FOR A SLICE OF MY MOMMA'S SWEET POTATO PIE.
OOH! I! LOVE! PIE! CAN I COME? CAN I CAN I CAN I? OH I CAN PRACTICALLY SMELL--
WAIT. DO YOU GUYS SMELL THAT? THAT'S NOT PIE.
IT SMELLS... DANGEROUS.
WE HAVE VANQUISHED OUR FOES, FRIEND WOLVIE! YOU FRET WHEN YOU SHOULD BE FEASTING!
YOU SAID IT, MUSCLES. COMMAND'LL CLEAN THIS MESS UP. LET'S CELEBRATE NOT BEING DEAD.
SNIKT
WAIT. GUYS, WOLVIE IS RIGHT. THE BOMB'S BEEN DAMAGED SOMEHOW. MY SENSORS ARE PICKING UP SOME KIND OF LEAK FROM--

NATE?


I...



OH NO.


KATAPOOM
TO BE CONTINUED...?

EXILES

We want to hear from you! Send your emails to mheroes@marvel.com and please mark them "OKAY TO PRINT."

Hey there, fellow Exiles! I know you're all burning to find out what happened to poor Peggy, but take heart – as we've seen in days of comics past, it takes more than a bomb to take out Captain America. I wouldn't be so sure about our multiversal champions, though. While you wait to learn their fate, check out our interview with Marvel Puzzle Quest, publisher D3 Go! and developer Demiurge Studios about the creation of the smash-hit Puzzle Quest character Peggy Carter Captain America, and how she came to appear in our crazy story. Thanks to Bill Rosemann (Executive Creative Director of Marvel Games), Jae Tsai (Demiurge character artist), Amanda Clarke (Demiurge cover artist) and Paige Pettoruto (Demiurge character designer) for chatting with us!

How did the creation of Peggy Carter Captain America in Marvel Puzzle Quest come about?

BILL: Marvel's newest superstar was born out of the Captain America 75th Anniversary event that was being celebrated across the company. We thought it would be fun for players to get their hands on new versions of Cap — whether that meant new looks or even alternate-reality versions — that were unique to each of our games. It began as a conversation between Tim Hernandez (Marvel Games Director of Production) and our friends at D3 Go! and Demiurge Studios, and then Jai Tsai, Paige Pettoruto and Amanda Clarke took the torch from there. Instead of just designing an alternate uniform for Cap, it was Paige that went above and beyond, asking, "Hey, what if Agent Peggy Carter became Captain America?" We loved the idea and said, "That sounds awesome! We're intrigued...tell us more! What's her story?"

When first starting the process for creating Peggy Carter Captain America, what stories, visuals and general inspirations did the team gather before paring down to the final influences?

JAE: We started with the idea of making a new Captain America that wasn't Steve Rogers or any of the existing incarnations. Paige had the idea, "What if Steve got assassinated before the Super-Soldier serum and Peggy took his place?"

AMANDA: I initially wanted to create Peggy's cover in the style of a WAC or WOW poster to emphasize her strength and ability to motivate and inspire those around her. It would've been a fun nod to the art style of her era, but more than anything we really wanted to bring a sense of action and adventure to the piece. I ended up pulling inspiration from pulp novel art, movie posters of the '60s and my favorite covers from the Marvel catalogue.

How did you come up with her backstory?

BILL: Again, that was where Paige stepped up. Everything in Marvel is rooted in story, so when we heard their imagined origin — that, after Steve Rogers is tragically assassinated along with Professor Erskine, Peggy stepped forward to participate in Project Rebirth — we knew we had a winner. Volunteering to take the experimental Super-Soldier serum, which could have possibly killed her as well, is exactly something that Peggy would do. What's more, she had the training to then fight the Axis Powers as Captain America. From the high concept to the nitty-gritty character motivations, it felt right and authentically Marvel.

PAIGE: When we realized that we wanted to make a Peggy Carter Captain America, the first big question was, "how did this happen?" One critical moment came to mind immediately — what if the saboteur in CAPTAIN AMERICA #1 had succeeded? What if Steve Rogers were killed and most of the Super-Soldier serum was destroyed? I really enjoyed the MCU's take on Howard Stark and Peggy Carter's involvement in the Super-Soldier program, so I wrote up a scenario where Stark and Carter need to put their heads together and forge a path forward in the panicked aftermath of the assassination.

Was there a particular era (or story) of Captain America or Peggy Carter that served as the definitive inspiration for the character?

JAE: She definitely reflected the WWII era, an alternate-reality version similar to the MCU version of *Captain America: The First Avenger* movie.

AMANDA: Both Cap and Peggy are underdogs — we wanted to tell a story of an atypical hero who overcame obstacles to lead.

PAIGE: While the original, Earth-616 Peggy Carter is American, our version is mostly inspired by the Peggy of *Agent Carter* fame. That character is deeply resourceful and altruistic — qualities we imagined Peggy would exemplify if she picked up the shield.

What elements of Captain America did you utilize as inspiration? What elements of Peggy?

BILL: It all started with the Peggy we all know and love from comics, Studios and TV — her fire, intelligence, experience and abilities — and then the Demiurge Studios art team applied those attributes, along with visual ingredients from all of her past appearances as well as all the key elements that make Captain America not just a generic patriotic hero, but uniquely Cap, into an all-new but instantly classic visual. Once her look was cemented, the team got to work and we got to collaborate on all the in-game and marketing assets that would bring Peggy Cap to the world.

JAE: Her design was based on a hybrid of the current MCU circa *Age of Ultron* Steve Rogers Cap suit and Steve's very first utilitarian Cap suit from *First Avenger*. There was, of course, her own S.H.I.E.L.D. uniform flavor infused in the neck area (white tie,

PEGGY CARTER CAPTAIN AMERICA CHARACTER DESIGN
BY PAIGE PETTORUTO WITH ART BY JAE TSAI

red base uniform and blue suit collar). Steve's suits have always had an undeniable soldier-heavy design, whereas Peggy's features a S.H.I.E.L.D. officer flavor. There are subtle cues that point to her English heritage such as the cut of her trousers and boots. She also has a highly stylized retro-contemporary triple swoop hair design that pays homage to older hairstyles.

AMANDA: Cap's altruistic attitude and Peggy's independence!

PAIGE: Peggy's unique among other versions of Captain America; she brings a rich background in tactics and espionage along with her. Some versions of Cap may seem a little more measured and buttoned-up, but Peggy's incredibly down-to-earth and gravitates toward non-traditional approaches to problem-solving. That said, she shares the same core ideals as others who've held the mantle — she's an unyielding defender of her values, and she's fiercely determined to build a better world and pave the way for others.

What was the art and design team's role in determining the character's personality, character traits and fighting style?

PAIGE: Marvel Puzzle Quest is a Match-3 RPG (available on mobile devices and Steam) featuring more than 150 Marvel characters — heroes, villains, the works. Each character has its own unique kit of abilities, so a big part of the game's strategy is choosing the combination of characters that's right for the challenge at hand. We design each of our characters to fit into the larger landscape of the game but also to capture the experience of the character — what's it like to fight as Captain America?

In this case, we really just let Peggy speak for herself. We knew from the get-go she needed to be the type of character who favored immediate, direct action, but we also wanted to make sure we captured her strategic instincts and her charisma. Her final ability set largely reflects her combat prowess and situational awareness, and the teammate-oriented "Do As Peggy Says" ability was directly inspired by her relationship with the Howling Commandos.

What has the fan reaction been to Peggy Cap?

BILL: It began with a strong reaction from the media. As soon as we saw *EW.com* giving a large spotlight to Peggy Cap, we sensed we had created something special that would connect with fans in an impactful, inspirational and meaningful way. Sure enough, the instant acclaim from around the world via social media escalated the rumbling buzz. Women and men, young fans and more seasoned True Believers alike, were equally psyched that Peggy was not only picking up the dropped torch of liberty, but was also continuing her own heroic journey.

JAE: We [Demiurge Studios] are based in the Boston area and a local Bostonian cosplayer was among one of the first to become our "Peggy Cap," and she was later invited to the studio for a small tour. Since then, other cosplayers have come to our attention and it's awesome to see all the detail they put into the character. And to top that off, she is a pretty popular character among players in the game as well!

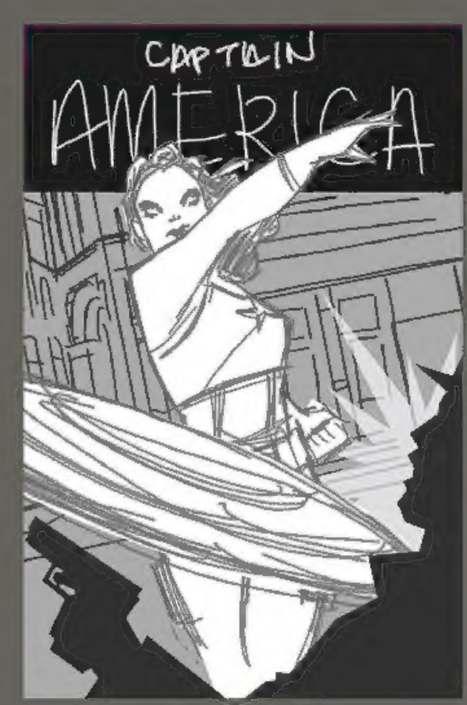
AMANDA: Seeing the reaction to Peggy has been incredible! The first time we saw Peggy Cap cosplay I think it really hit home that fans love her just as much as we do.

How did Games team up with the EXILES creative team to take Captain Peggy from games to comics?

BILL: The latest chapter in Peggy Cap's story began with an email from the EXILES editorial team, Sarah Brunstad and Wil Moss. Wil asked if we'd be cool with Peggy Cap appearing in an upcoming issue of EXILES, which made perfect sense to us given the alt-reality premise of the series. A few emails and conference calls later and we were off to the races. Not only is Peggy standing proudly on the cover to EXILES #3, but her iconic "We Can Do It" image is featured as a special EXILES variant cover! Only Uatu himself knows where Peggy Cap's adventures will take her next, but you can bet I've discussed possibilities not only with Sarah and Wil, but also with all-new, all-different EIC C.B. Cebulski!

As "Your Mann at Marvel," what's your perspective on how Games influences and collaborates with all Marvel content?

BILL: As members of the larger Marvel team, it is Marvel Games' great power and responsibility to work with our colleagues in every way possible, not only to help players experience their stories, but to also share our new content with them. From the GamerVerse line of consumer products (such as our new Funko Pops!) to characters and suits appearing in comics (such as Guillotine starring in the CONTEST OF CHAMPIONS series, or CoC's Civil Warrior armor appearing in the Secret Empire event), we love it when elements from our games leap into new mediums. It's all part of our duty to contribute to the ever-growing Marvel "toybox"...and most importantly, it's freakin' cool!



© 2018 Marvel Characters, Inc. All rights reserved. All characters featured in this issue and the distinctive names and likenesses thereof, and all related indicia are trademarks of Marvel Characters, Inc. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. WWW.MARVEL.COM

ZONE